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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND AGREED ORDER RESOLVING OBJECTIONS OF
METAL-MATIC, INC. AND LIQUIDITY SOLUTIONS, INC., AS AGENT FOR
ORE HILL HUB FUND LTD., REGARDING NOTICE OF ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS OR UNEXPIRED LEASES
IN CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases, (collectively, the "Debtors"), Metal-Matic Inc. ("MMI"), and Liquidity Solutions, Inc. ("LSI"), as agent for Ore Hill Hub Fund Ltd. ("Ore Hill"), respectfully submit this Stipulation And Agreed Order Resolving Objections Of Metal-Matic, Inc. And Liquidity Solutions, Inc., As Agent For Ore Hill Hub Fund Ltd., Regarding Notice Of Assumption And Assignment Of Certain Executory Contracts Or Unexpired Leases In Connection With Sale Of Steering And Halfshaft Business (the "Stipulation and Agreed Order"), and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, prior to the Petition Date, certain of the Debtors and MMI entered into Purchase Order No. SAG90I5603 and Purchase Order No. SAG90I0209 (together, the "Purchase Orders") under which MMI would provide certain products to the Debtors.

WHEREAS, on May 1, 2006, MMI filed proof of claim number 3755 against Delphi, in which MMI asserts an unsecured non-priority prepetition claim related to, among other things, the Purchase Orders in the amount of \$89,760.00 (the "Claim").

WHEREAS, on October 31, 2006, LSI filed a Notice Of Transfer Of Claim Other Than For Security reflecting that MMI had transferred the Claim to LSI d/b/a Revenue Management (Docket No. 5443).

WHEREAS, on October 31, 2006, Ore Hill filed a Notice Of Transfer Of Claim Other Than For Security reflecting that LSI d/b/a Revenue Management as assignee of MMI had

transferred the Claim to Ore Hill (Docket No. 5446).

WHEREAS, on March 30, 2007, this Court entered an Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 7507) pursuant to which, notwithstanding the title of such order, the Claim was not disallowed and expunged, but rather this Court ordered that the Claim may only be asserted as an unsecured nonpriority claim against DAS LLC in an amount not to exceed \$86,384.00.

WHEREAS, on or about January 23, 2008, the Debtors served (i) a Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12323) (the "Assumption Notice") and (ii) a Notice of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12324) (the "Cure Notice"). The Cure Notice stated, among other things, that the Debtors seek to assume and assign the Purchase Orders to Steering Solutions Corporation and certain of its affiliates, and that the cure amounts associated with the assumption of Purchase Order SAG90I5603 and Purchase Order SAG90I0209 are \$6,097.19 and \$36,983.33, respectively.

WHEREAS, on January 31, 2008, MMI filed its Objection of Metal-Matic, Inc. To (I) Notice Of Cure Amount With Respect to Executory Contract Or Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business, (II) Notice Of Assumption And/Or Assignment of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business And (III) Notice Of Cure

Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization (Docket No. 12418) (the "MMI Objection"), in which MMI objected to the Debtors' position that the cure amounts related to Purchase Orders SAG90I5603 and SAG90I0209 were \$6,097.19 and \$36,983.33, respectively.

WHEREAS, on January 31, 2008, LSI, as agent for Ore Hill, filed its Objection Of Liquidity Solutions, Inc., As Agent For Ore Hill Hub Fund Ltd., To (I) Notice Of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business And (II) Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12419) (the "LSI Objection"), in which LSI objected to the Debtors' position that the cure amounts related to Purchase Orders SAG90I5603 and SAG90I0209 were \$6,097.19 and \$36,983.33, respectively.

WHEREAS, on February 25, 2008, the Court entered an Order Under 11 U.S.C. §§ 363, 365, and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (A) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Compromising Substantially All Of The Assets Of Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Lease, And (III) Assumption Of Certain Liabilities And (B) Authorizing And Approving Transaction Facilitation Agreement (Docket No. 12868) (the "Sale Approval Order"). The Sale Approval Order adjourned the MMI Objection and the LSI Objection to the March 19, 2008 omnibus hearing.

WHEREAS, pursuant to this Stipulation and Agreed Order, the Debtors acknowledge and agree that the cure amount for Purchase Orders SAG90I5603 and SAG90I0209

are \$6,097.19 and \$36,983.33, respectively (together, the "Cure Amounts").

WHEREAS, MMI acknowledges that it has consulted with its counsel, and that MMI has relied on the advice of its counsel before executing this Stipulation and Agreed Order. Confirmation of such acknowledgment is evidenced by MMI's signature below.

THEREFORE, the Debtors, MMI, and LSI, as agent for Ore Hill, stipulate and agree as follows:

1. Upon the Debtors' assumption and assignment of Purchase Orders SAG90I5603 and SAG90I0209, the Debtors shall pay the Cure Amounts to MMI in cash. Payment of the Cure Amounts shall be consistent with the terms of the Sale Approval Order.
2. Upon the Debtors' payment of the Cure Amounts to MMI, the Claim shall be reduced by the amount of the Cure Amounts.
3. MMI and LSI, as agent for Ore Hill, hereby acknowledge that upon the Debtors' payment of the Cure Amounts to MMI, MMI and LSI each shall be forever barred from asserting any other claim related to Purchase Orders SAG90I5603 and SAG90I0209 arising at any time prior to and including the date of this Stipulation and Agreed Order against either the Debtors or Steering Solutions Corporation (except for those postpetition invoices of MMI that are to be paid in the ordinary course of business).
4. Upon the Court's approval of this Stipulation and Agreed Order, (i) MMI shall be deemed to have withdrawn with prejudice the MMI Objection and (ii) LSI shall be deemed to have withdrawn with prejudice the LSI Objection.
5. Prior to the closing date of the sale of the Debtors' steering and halfshaft business, the Debtors may amend their decision with respect to the assumption and assignment of Purchase Orders SAG90I5603 and SAG90I0209 and provide a new notice to MMI amending

the information provided in the Assumption Notice. Notwithstanding the Debtors' right to amend its decision to assume and assign Purchase Orders SAG90I5603 and SAG90I0209, if the Debtors at any time in these chapter 11 cases seek to assume Purchase Orders SAG90I5603 and SAG90I0209, the parties agree to the terms of this Stipulation and Agreed Order, including but not limited to, the Cure Amounts for each contract provided herein.

So Ordered in New York, New York, this 18th day of March, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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